

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Knology, Inc., and its Subsidiaries)	
Licensees,)	
)	
WideOpenWest Finance, LLC,)	
Transferee,)	
)	
and)	WC Docket No. _____
)	
Knology, Inc.,)	IB File No. _____
Transferor)	
)	
Application For Consent to Transfer)	
Control of Companies Holding Blanket)	
Domestic Section 214 Authority and)	
International Section 214 Authorizations)	
Pursuant to Section 214 of the)	
Communications Act of 1934, as amended)	

JOINT DOMESTIC AND INTERNATIONAL APPLICATION

Knology, Inc. (“Transferor” or “Knology”) and WideOpenWest Finance, LLC (“Transferee” or “WOW!”) (collectively the “Applicants”) hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. §214, and Sections 63.04 and 63.24(e) of the Commission’s Rules, 47 CFR §§ 63.04, 63.24(e), to transfer control of Knology as well as the subsidiaries of Knology listed in **Attachment A** (the “Knology Companies”) to WOW!. Knology and the Knology Companies hold domestic and/or international Section 214 authorizations as listed in Attachment A. Under the terms of the Agreement and Plan of Merger, described herein, Knology will become an indirect wholly-owned subsidiary of WOW!, and the Knology Companies will become indirect subsidiaries of

WOW!, by virtue of an indirect subsidiary of WOW! acquiring all the of capital stock of Knology. Applicants seek streamlined processing of this Joint Application pursuant to Sections 63.03(b)(2)(ii) and 63.12 of the Commission's Rules, 47 CFR §§ 63.03(b)(2)(ii) and 63.12. This Joint Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

The Applicants: Knology and the Knology Companies

Knology is a corporation organized under the laws of the State of Delaware and a holding company for the Knology Companies. Through the Knology Companies, Knology is a leading provider of interactive communications and entertainment services in the Southeast, upper Midwest, and Kansas regions. The Knology Companies serve both residential and business customers with one of the most technologically advanced broadband networks in the country. The Knology Companies' offerings include over 200 channels of digital cable TV; local and long distance digital telephone service with the latest enhanced voice messaging features; and high-speed Internet access, which enables consumers to quickly download video, audio and graphic files using a cable modem. The Knology Companies also provide advanced communications products for the business community, including iPlex, which delivers Ethernet connections to an IP-PBX using SIP technology; Passive Optical Network, which supplies IP architecture with segmented voice and data bandwidth; and Managed Integrated Network Solutions (MATRIX), an integrated IP-based technology which converges data and voice. The Knology Companies provide these services over their wholly-owned, fully upgraded, minimum 750 MHz bandwidth fiber-optic interactive broadband network.

The Knology Companies provide service in Alabama, Florida, Georgia, Iowa, Kansas, Kentucky, Minnesota, Missouri, Rhode Island, South Carolina, South Dakota and Tennessee. In

Alabama, Georgia, and South Dakota, certain of the Knology Companies provide service as rural incumbent local exchange carriers (“ILECs”). Specific information about Knology and the Knology Companies, including information on the Section 214 authorizations held and geographic areas served by each entity, is provided in Attachment A. Neither Knology nor any Knology Company is a foreign carrier or affiliated with a foreign carrier. No subsidiaries or affiliates (as that term is defined in Section 3(1) of the Act, 47 U.S.C. §153(1), (“Affiliates”)) of Knology provide telecommunications services as defined in Section 3(46) of the Act, 47 U.S.C. §153(46), other than the Knology Companies.

Knology is a widely-held public corporation. Mr. Donald W. Burton, through various partnerships and in his individual capacity, owns or controls approximately 13 percent of the equity of Knology. No other individual or entity currently holds a 10 percent or greater ownership or voting interest in Knology. A diagram of the current corporate structure of Knology is provided in **Attachment B**.

The Applicants: WOW!

WOW! is a diversified communications service provider holding company with corporate headquarters in Englewood, Colorado. Through its operating subsidiaries, WOW! provides an array of communications, video, and broadband services, including digital cable, HDTV, DVR, high speed Internet, and local and long distance phone services. WOW! is the 13th largest cable company in the United States with over 1.7 million homes passed and over 500,000 subscribers.

WOW!’s subsidiaries provide service in metropolitan areas of Indiana, Illinois, Michigan and Ohio. WOW!’s wholly-owned subsidiary Sigecom, LLC holds an international Section 214 authorization, File No. ITC-214-19991026-00677.

The Proposed Transfer of Control

The proposed transaction arises from an Agreement and Plan of Merger (“Merger Agreement”) pursuant to which an indirect subsidiary of WOW! will acquire Knology in an all-cash transaction. WOW! has created a merger entity, Kingston Merger Sub, Inc., which shall be merged with and into Knology. Upon consummation of the proposed transaction, Knology will be the surviving entity, and the Knology Companies will be indirect wholly-owned subsidiaries of WOW!.

The proposed transaction will be transparent to Knology’s current customers. All existing customers of Knology will continue to be served by Knology pursuant to the existing international and domestic Section 214 authorizations held by the Knology and/or the Knology Companies.

A diagram of the corporate structure of Knology following consummation of the proposed transaction is provided in **Attachment C**.¹

Information Required by Section 63.18 and Section 63.24(e)

In accordance with the Commission’s rules, the Applicants submit the following information in support of this request for approval to transfer control of Knology to WOW!.

Transferor and Licensees:

- a. Name, address and telephone number of Transferor:

¹ It is possible that there will be some minor changes to the post-transaction structure outlined in Attachment C. Knology’s operating entities may be converted from corporations to limited liability companies. Alternatively, rather than the Knology operating entities being directly held by Knology, those entities may be directly held by WOW!, with Knology in turn becoming one of the intermediate entities holding an interest in WOW!. WOW! will notify the Commission if a determination is made to make any such changes. Ultimate control of WOW! and Knology will, in any event, remain unchanged.

Knology, Inc.
1241 O.G. Skinner Drive
West Point, Georgia 31833
Phone (706) 645-3966

The names of the subsidiaries of Knology that hold Section 214 authority are provided in Attachment A. The address for each Knology Company is:

1241 O.G. Skinner Drive
West Point, Georgia 31833
Phone (706) 645-3966

b. Knology is organized under the laws of the State of Delaware. The place of organization for each Knology Company is specified in Attachment A.

c. Correspondence concerning the Transferor should also be addressed to:

Bruce Schoonover
Director – Regulatory Affairs/Telephone Cost
Knology, Inc.
1241 O.G. Skinner Drive
West Point, Georgia 31833
Phone (706) 645-3966
Fax (706) 645-0148
bruce.schoonover@knology.com

With copies to:

Edward A. Yorkgitis, Jr.
Joan M. Griffin
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
Phone (202) 342-8573
Fax (202) 342-8451
cyorkgitis@kelleydrye.com
jgriffin@kelleydrye.com

d. Information on the Section 214 authority held by Knology and each of the Knology Companies is provided in Attachment A.

Knology's certification pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules regarding no denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988 is provided in the attached Declaration of Chad S. Wachter.

Transferee:

- a. Name, address and telephone number of Transferee:

WideOpenWest Finance, LLC
7887 E. Belleview Avenue, Suite 1000
Englewood Colorado 80111-6007
Phone (720) 479-3558

b. WideOpenWest Finance LLC is a limited liability company organized under the laws of the State of Delaware. WOW! is privately-owned and controlled by Avista. Avista is a limited partnership organized under the laws of the State of Delaware.

c. Correspondence concerning the Transferee portions of this Application should be addressed to:

Howard Liberman
Laura Phillips
Drinker Biddle & Reath LLP
1500 K Street, N.W., Suite 1100
Washington, DC 20005
Phone (202) 842-8800
howard.liberman@dbr.com
laura.phillips@dbr.com

With copies to:

Craig Martin
General Counsel and Secretary
WOW! Internet, Cable & Phone
259 E. Michigan Avenue
Kalamazoo, Michigan 49007
Phone 269-567-4200
cmartin@wideopenwest.com

And:

Ben Silbert
Principal and General Counsel
Avista Capital Partners, LP
65 E. 55th Street 18th Fl.
New York, New York 10022
Phone 212-593-6958
Silbert@avistacap.com

d. WOW! holds an international Section 214 authorization to provide facilities-based and resale services under the name of its wholly-owned subsidiary Sigecom, LLC. *See* File No. ITC-214-19991026-00677.

e. Ten Percent or Greater Interest Holders in Transferee:

WOW! is a private Delaware limited liability company. Racecar Acquisition, LLC, a Delaware limited liability company, is a holding company that owns 100 percent of the equity interest in WOW! through wholly-owned intermediary holding companies, including WideOpenWest Cleveland, Inc., WideOpenWest Illinois, Inc., WideOpenWest Ohio, Inc., WideOpenWest Networks, Inc., and WOW Sigecom, Inc., all of which are Delaware corporations. Racecar Acquisition, LLC, a Delaware limited liability company, is a wholly-owned subsidiary of Racecar Holdings, LLC, a Delaware limited liability company whose principal business is the ownership of the WOW! cable television systems and communications networks. The address for WOW!, Racecar Acquisition, LLC, Racecar Holdings, LLC, WideOpenWest Cleveland, Inc., WideOpenWest Illinois, Inc., WideOpenWest Ohio, Inc., WideOpenWest Networks, Inc., and WOW Sigecom, Inc. is 7887 E. Belleview Ave., Suite 1000, Englewood, Colorado 80111.

After the consummation of this transaction, Avista Capital Partners, L.P. (“Avista”), a Delaware limited partnership, will have approximately a 20 percent direct ownership interest in, and less than a 50 percent voting interest in Racecar Holdings, LLC. Avista Capital Partners

(Offshore), LP (“Avista Offshore”), a Bermuda exempt limited partnership, will have approximately a five percent direct ownership interest in, and less than a ten percent voting interest in Racecar Holdings, LLC. Avista Capital Partners (Offshore) III, L.P. (“Avista Offshore III”), a Bermuda exempt limited partnership, will have approximately a five percent direct ownership interest in, and less than a ten percent voting interest in Racecar Holdings, LLC. Avista Capital Partners III, L.P. (“Avista III”), a Delaware limited partnership, will have approximately a 20 percent direct ownership interest in, and less than a 50 percent voting interest in Racecar Holdings, LLC. Once the percentage of Avista III’s and Avista Offshore III’s ownership interest is finalized, the equity interest held by Avista and Avista Offshore will also be adjusted. Avista Capital Partners GP, LLC (“Avista GP”), a Delaware limited liability company, is the general partner of Avista and Avista Offshore. Avista Capital Partners III GP, L.P. (“Avista III GP”), a Delaware limited partnership, is the general partner of Avista III and Avista Offshore III. No limited partner of Avista, Avista Offshore, Avista III, Avista Offshore III, or Avista III GP will hold an interest of five percent or greater in Knology.

Avista Capital Managing Member, LLC (“Avista Member”), a Delaware limited liability company, is the managing member of Avista GP and the general partner of Avista III GP. Therefore, Avista Member, through Avista, Avista Offshore, Avista III and Avista Offshore III, will control Racecar Holdings, LLC. The only voting members of Avista Member are: Thompson Dean, Steven Webster, David Burgstahler, David Durkin, and OhSang Kwon, all of whom are United States citizens.² The address for Avista, Avista Offshore, Avista III, Avista

² Thompson Dean and Steven Webster each holds veto power.

Offshore III, Avista GP, Avista Member, Mr. Dean, Mr. Webster, Mr. Burgstahler, Mr. Durkin, and Mr. Kwon is 65 East 55th Street, 18th Floor, New York, New York 10022.

After the consummation of the transaction, the Northwestern Mutual Life Insurance Company (“Northwestern”) will have approximately a 20 percent direct (non-voting) ownership interest in Racecar Holdings, LLC. Northwestern is a Wisconsin mutual insurance company whose principal business is insurance and financial services. The address for Northwestern is 720 E. Wisconsin Ave., Milwaukee, WI 53202. No person or entity owns a 10 percent or greater interest in Northwestern.

No other person or entity currently holds a 10 percent or greater ownership interest in WOW!, and no other person or entity will hold a 10 percent or greater ownership or voting interest in WOW! upon closing.

f. Foreign Affiliation

WOW! has no interlocking directorates with any foreign carriers, as defined by Section 63.09 of the Commission’s Rules.

WOW! certifies that it is not affiliated with any foreign carrier as defined in Section 63.09 of the Commission’s Rules.

WOW! certifies that it is not a foreign carrier, that it does not control any foreign carriers, that no entity that owns more than 25 percent of or controls WOW! controls a foreign carrier, and that two or more foreign carriers (or parties that control foreign carriers) do not own, in the aggregate, more than 25 percent of WOW!.

WOW! certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier

possesses market power on the foreign end of the route and will not enter into such agreements in the future.

WOW!'s certification pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules regarding no denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988 is provided in the attached Declaration of Craig Martin.

Request for Streamlined Treatment of the Joint Application

WOW! does not have any foreign carrier affiliations and is not itself a foreign carrier. The same holds true for Knology and the Knology Companies. Furthermore, the Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services WOW! seeks authority to resell, nor will WOW! be so affiliated post-closing. Finally, none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules applies. Therefore, the international portion of this Joint Application qualifies for streamlined processing under Section 63.12 of the Commission's Rules.

Under the Commission's Rules, streamlined processing is presumptively applied to domestic Section 214 transfer of control applications in a number of circumstances where dominant incumbent local exchange carriers are not consolidating their operations or where the combination could not lead to undue levels of market concentration. As noted previously, certain Knology Companies provide service as rural ILECs in portions of Alabama, Georgia, and South Dakota. In all other locations, the Knology Companies provide service as a competitive LEC. There is no current geographic overlap of the operations of WOW! (including its Affiliates) and the operations of Knology or the Knology Companies.³

³ Specifically, there is no geographic overlap between any of WOW!'s cable operations, telecommunications operations, telephone service areas (if any), or cable franchise areas, on the one hand,

(Continued)

As a result of consummating this proposed transaction, the Transferee (including its Affiliates) would have a market share in the interstate, interexchange market of less than 10 percent. WOW! (including its Affiliates) currently provides communications services exclusively outside the geographic area where Knology has dominant LEC operations. Thus, the domestic portion of this Joint Application qualifies for presumptive streamlined treatment under the terms of Section 63.03(b)(2)(ii) of the Commission's Rules.

Information Required by Section 63.04(b) of the Commission's Rules

The additional information required under Section 63.04(b) of the Commission's Rules for the transfer of control of Knology and the Knology Companies as holders of blanket domestic Section 214 authority is provided in **Attachment D**.

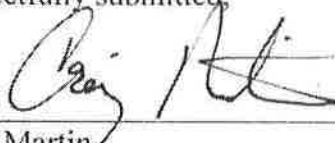
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and the cable operations, telecommunications operations, telephone service areas, or cable franchise areas of Knology or the Knology Companies, on the other. Furthermore, there is no geographic overlap between any of the cable operations, telecommunications operations, telephone service areas, or cable franchise areas of Knology or the Knology Companies, on the one hand, and the cable operations, telecommunications operations, telephone service areas, or cable franchise areas (if any) of WOW!'s affiliates, as that term is defined in either Section 3(1) of the Act or Section 76.505 of the Commission's Rules.

Conclusion

The Applicants submit that grant of this request for authority to transfer control of Knology and the Knology Companies to WOW! is in the public interest. Furthermore, the Applicants have demonstrated that this Joint Application is eligible for streamlined processing. Accordingly, the Applicants respectfully request that the Commission accord streamlined treatment to this Joint Application and grant the Joint Application as expeditiously as possible.

Respectfully submitted,



Craig Martin
General Counsel and Secretary
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Laura H. Phillips
Drinker Biddle & Reath LLP
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Counsel for WideOpenWest Finance, LLC



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cyorkgitis@kelleydrye.com
jgriffin@kelleydrye.com


Counsel for Knology

April 30 2012

DECLARATION OF CHAD S. WACHTER

I, Chad S. Wachter, Vice President, General Counsel and Secretary of Knology, Inc. (“Knology”), do hereby certify under penalty of perjury that to the best of my knowledge, information, and belief, Knology, including all officers, directors, or persons holding 5 percent or more of the outstanding stock or shares (voting and/or non-voting) of Knology as specified in Section 1.2003(b) of the Commission’s Rules, are not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Date: 01/30/12

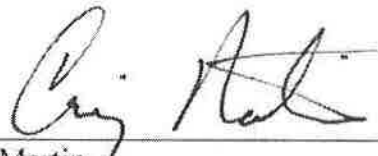


Chad S. Wachter
Vice President, General Counsel and
Secretary
Knology, Inc.

DECLARATION OF CRAIG MARTIN

I, Craig Martin, General Counsel and Secretary of WideOpenWest Finance, LLC ("WOW") do hereby certify under penalty of perjury that to the best of my knowledge, information, and belief, WOW, including all officers, directors, or persons holding 5 percent or more of the outstanding stock or shares (voting and/or non-voting) of WOW as specified in Section 1.2003(b) of the Commission's Rules, are not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Date: April 30, 2012



Craig Martin
General Counsel and Secretary
WideOpenWest Finance, LLC

Attachment A
Knology and Knology Companies Section 214 Authorizations
 International Section 214 Authority

<u>Entity</u>	<u>Place of Legal Organization</u>	<u>Type of Authorization</u>	<u>File No.</u>
Black Hills Fiber Systems, Inc.	South Dakota	Global and limited global resale service (Section 63.18(e)(2))	File No. ITC-214-19990625-00428, granted 8/4/99, DA 99-1547, released 8/5/99 (see ITC-T/C-20050601-00205, Black Hills Fiber Systems to PrairieWave Communications)
Globe Telecommunications, Inc.	Georgia	Global and limited global resale service (Section 63.18(e)(2))	File No. ITC-214-19971103-00676, granted 01/02/98, released 01/09/98
Knology of Columbus, Inc.	Delaware	Global and limited global resale service (Section 63.18(e)(2))	File No. ITC-214-19971113-00701, granted 01/07/98, released 01/09/98
Knology of Florida, LLC	Delaware	Global and limited global resale service (Section 63.18(e)(2))	File No. ITC-214-19980527-00350, granted 07/10/98, released 07/16/98
Knology of Kentucky, Inc.	Delaware	Global and limited global resale service (Section 63.18(e)(2))	File No. ITC-214-20000214-00080, granted 3/15/00, DA 00-595, released 3/16/00
Knology of Montgomery, Inc.	Alabama	Global and limited global resale service (Section 63.18(e)(2))	File No. ITC-214-19971022-00651, granted 12/19/97, released 12/25/97
Knology of South Dakota, Inc.	Delaware	Global and limited global facilities-based and resale service (63.18(e)(1), (2))	File No. ITC-214-20020619-00300, granted 8/9/02, DA 02-2018, released 8/15/02 (see ITC-T/C-20020618-00346, McLeod USA Community Telephone to PrairieWave Communications)

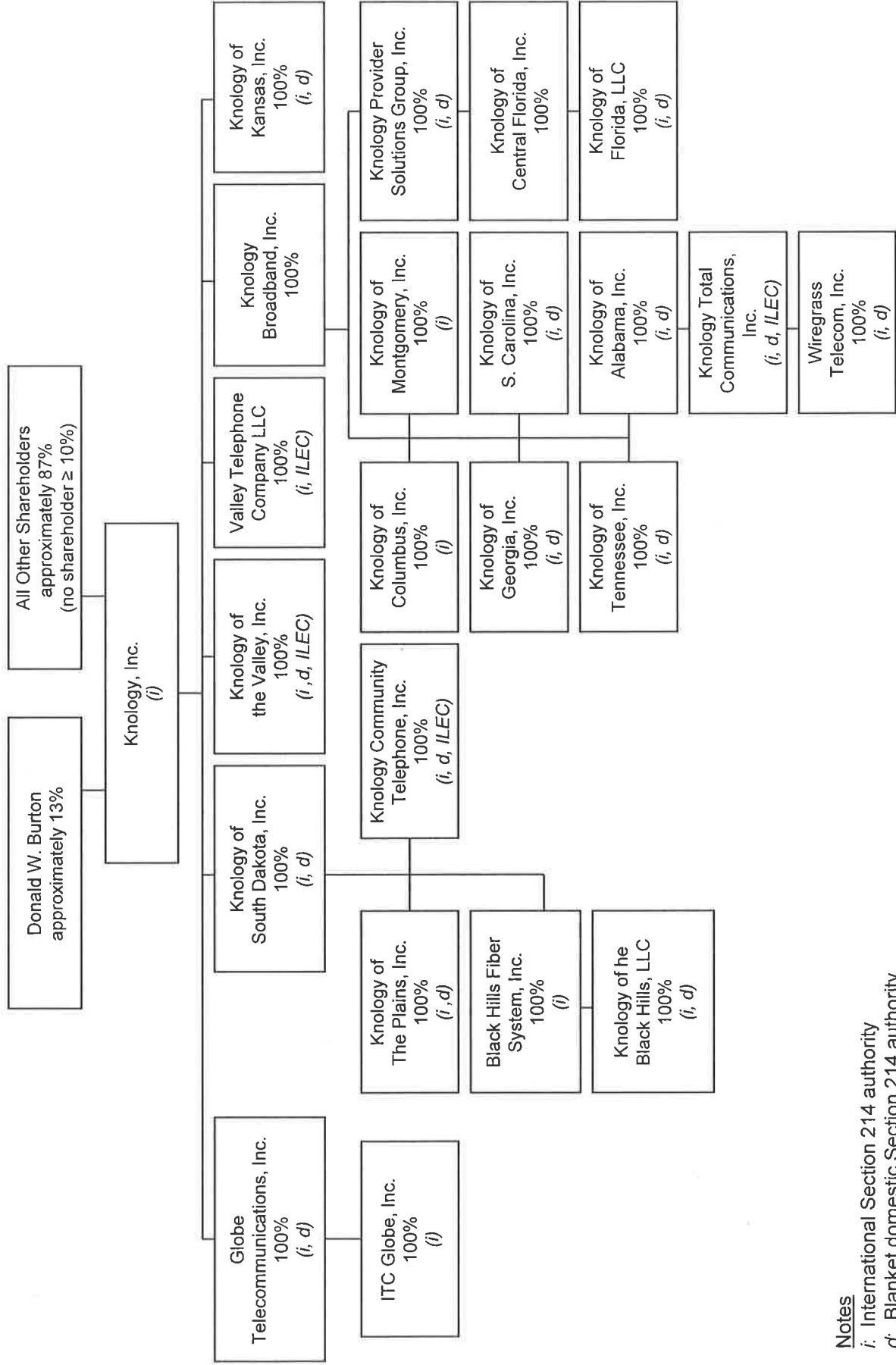
Attachment A
Knology and Knology Companies Section 214 Authorizations
 International Section 214 Authority

<u>Entity</u>	<u>Place of Legal Organization</u>	<u>Type of Authorization</u>	<u>File No.</u>
Knology, Inc. Subsidiaries operating under Knology, Inc.'s authority: Globe Telecommunications, Inc. ITC Globe, Inc. Knology Community Telephone, Inc. Knology of Alabama, Inc. Knology of Florida, LLC Knology of Georgia, Inc. Knology of Kansas, Inc. Knology of South Carolina, Inc. Knology of South Dakota, Inc. Knology of Tennessee, Inc. Knology of the Black Hills, LLC Knology of the Plains, Inc. Knology of the Valley, Inc. Knology Provider Solutions Group, Inc. Knology Total Communications, Inc. Valley Telephone Company, Inc. Wiregrass Telecom, Inc.	Delaware Georgia Delaware South Dakota Delaware Delaware Delaware Delaware Delaware Delaware South Dakota South Dakota Georgia Delaware Alabama Alabama Alabama	Global and limited global resale service (Section 63.18(e)(2))	File No. ITC-214-20000203-00075, granted 03/15/00, Report No. TEL-00201, DA No. 00-595, released 3/16/00 Section 63.21(h) notice of subsidiary operation filed 10/26/10 and 4/23/12

Attachment I
Knology and Knology Companies Section 214 Authorizations
Domestic Section 214 Authority

<u>Entity</u>	<u>Place of Legal Organization</u>	<u>State(s) Where Telecommunications Services Provided</u>	<u>Types of Telecommunications Services Provided</u>
Globe Telecommunications, Inc.	Georgia	Georgia	CLEC
Knology Community Telephone, Inc.	South Dakota	South Dakota	Rural ILEC
Knology of Alabama, Inc.	Delaware	Alabama	CLEC
Knology of Florida, LLC	Delaware	Florida	CLEC
Knology of Georgia, Inc.	Delaware	Georgia	CLEC
Knology of Kansas, Inc.	Delaware	Kansas	CLEC
Knology of Kentucky, Inc.	Delaware	Kentucky	CLEC
Knology of South Carolina, Inc.	Delaware	South Carolina	CLEC
Knology of South Dakota, Inc.	Delaware	South Dakota	CLEC
Knology of Tennessee, Inc.	Delaware	Tennessee	CLEC
Knology of the Black Hills, LLC	South Dakota	South Dakota	CLEC
Knology of the Plains, Inc.	South Dakota	Iowa, Minnesota, South Dakota	CLEC
Knology of the Valley, Inc.	Georgia	Alabama, Georgia	Rural ILEC
Knology Provider Solutions Group, Inc.	Delaware	Rhode Island	CLEC
Knology Total Communications, Inc.	Alabama	Alabama	Rural ILEC
Valley Telephone Company, LLC	Alabama	Alabama	Rural ILEC
Wiregrass Telecom, Inc.	Alabama	Alabama	CLEC

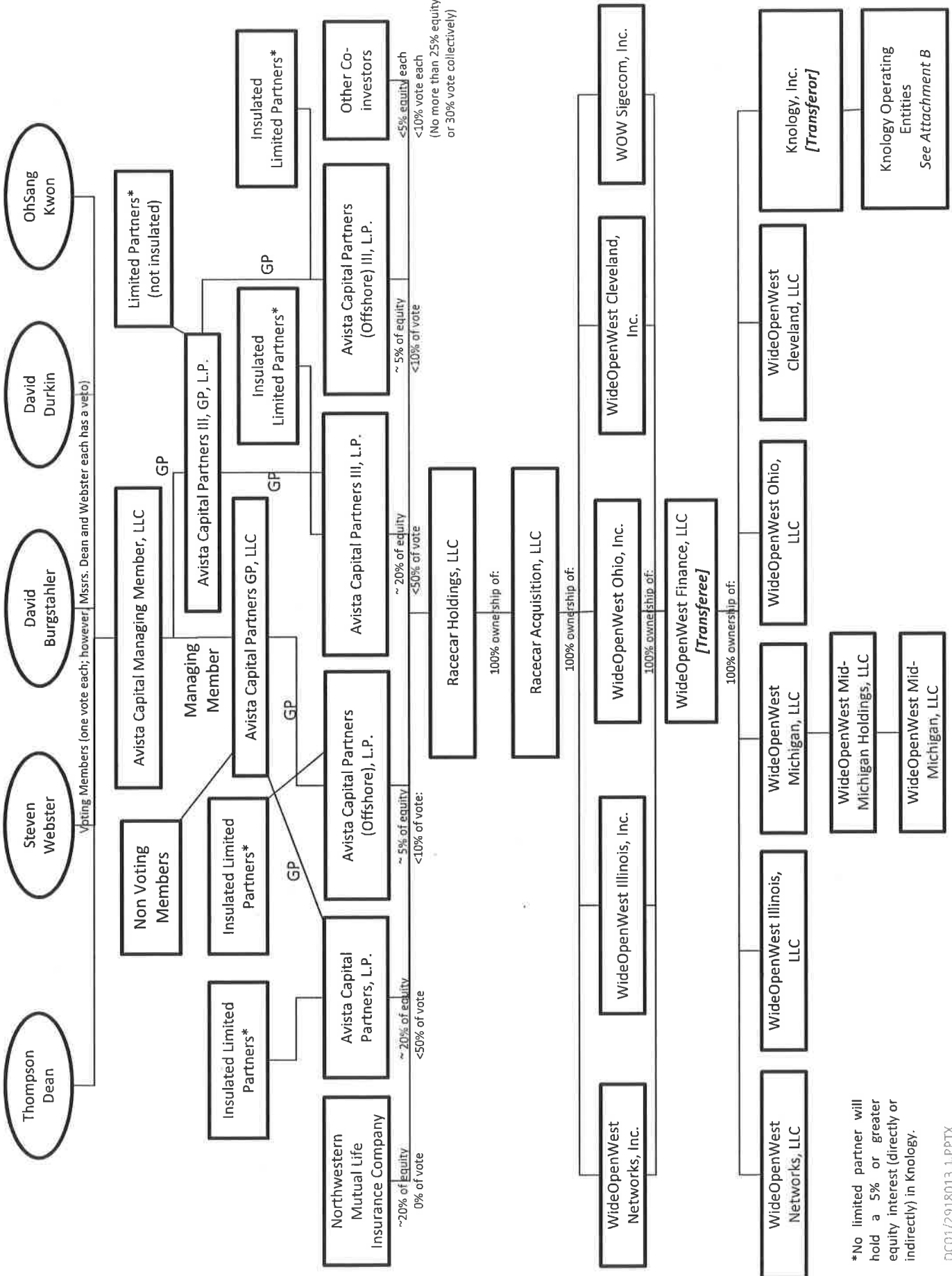
Attachment B Corporate Structure of Knology, Inc. Prior to Closing



Notes

- i*: International Section 214 authority
- d*: Blanket domestic Section 214 authority
- ILEC*: Rural incumbent local exchange carrier

Attachment C: Post-Merger Organization Diagram



*No limited partner will hold a 5% or greater equity interest (directly or indirectly) in Knology.

ATTACHMENT D
DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

Description of Transaction

Applicants Knology, Inc. (“Knology”) and WideOpenWest Finance, LLC (“WOW!”), seek consent from the Commission to transfer control of Knology and the subsidiaries of Knology listed in **Attachment A** (the “Knology Companies”) to WOW!. Knology and the Knology Companies hold domestic and international Section 214 authorizations as listed in Attachment A. The underlying transaction is the implementation of a Merger Agreement by and between Knology, WOW! and WOW!’s indirect parent, Avista Capital Partners, LP (“Avista”), to permit WOW! to acquire all the issued and outstanding shares of the capital stock of Knology. This acquisition will be accomplished by the purchase for cash of the common stock of Knology. WOW! will incur secured term financing as well as issue unsecured bonds to fund the acquisition of Knology and pay off existing indebtedness of Knology.

**Description of Geographic Areas in Which the Transferor
and the Transferee Offer Domestic Telecommunications Services**

Transferor Knology, through the Knology Companies, provides local exchange and access services in Alabama, Florida, Georgia, Iowa, Kansas, Kentucky, Minnesota, Missouri, Rhode Island, South Carolina, South Dakota, and Tennessee.

Transferee WOW!, through operating subsidiaries, provides digital cable service, broadband services and competitive telecommunications and VoIP communications services in metropolitan areas in the states of Indiana, Ohio, Michigan and Illinois. Its subsidiary Sigecom, LLC holds a Section 214 international resale authorization.

Statement of Qualification for Streamlined Processing

Under Commission rules, streamlined processing is presumptively applied to domestic Section 214 transfer of control applications in a number of circumstances where dominant incumbent local exchange carriers are not consolidating their operations or where the combination could not lead to any concerns about undue market concentration. As noted previously, certain Knology Companies provide service as rural ILECs in portions of Alabama, Georgia, and South Dakota. In all other locations, Knology and the Knology Companies provide service as a competitive LEC. There is no current geographic overlap of WOW! (including its affiliates, as that term is defined in Section 3(1) of the Act (“Affiliates”)) and Knology operations.⁴

As a result of consummating this proposed transaction, the Transferee (including its Affiliates) would have a market share in the interstate, interexchange market of less than 10 percent. WOW (including its Affiliates) provides communications services exclusively outside the geographic area where Knology and the Knology Companies have LEC operations.⁵ Thus, this Joint Application qualifies for presumptive streamlined treatment under the terms of Section 63.03(b)(2)(ii) of the Commission’s Rules.

⁴ Specifically, there is no geographic overlap between any of WOW!’s cable operations, telecommunications operations, telephone service areas (if any), or cable franchise areas, on the one hand, and the cable operations, telecommunications operations, telephone service areas, or cable franchise areas of Knology or the Knology Companies, on the other. Furthermore, there is no geographic overlap between any of the cable operations, telecommunications operations, telephone service areas, or cable franchise areas of Knology or the Knology Companies, on the one hand, and the cable operations, telecommunications operations, telephone service areas, or cable franchise areas (if any) of WOW!’s affiliates, as that term is defined in either Section 3(1) of the Act or Section 76.505 of the Commission’s Rules.

⁵ WOW! offers a range of diverse communications services, including digital telephone operations in a number of metropolitan communities in Illinois, Michigan, Indiana and Ohio. Its digital telephone operations do not overlap with Knology’s ILEC operations.

Public Interest Statement

WOW! seeks to acquire Knology and the Knology Companies to further its business strategy of growth via acquisition of communications companies and continued expansion of services to its subsidiaries' current and growing customer base. WOW!'s operations approach and focus on delivering a superior employee and customer experience has resulted in consistent recognition over the years from independent parties, including fourteen J.D Power and Associates awards for customer satisfaction since 2005 and a first place ranking from Consumer Reports for one or more of its services since 2007. WOW! plans to leverage its customer-focused management approach and operating expertise to further growth within Knology's residential and business customer base.

The shareholders of Knology have agreed to the proposed merger in order to realize their significant investment in Knology and to allow the customers of Knology and the Knology Companies the numerous benefits of WOW!'s management capabilities. These benefits include: (1) a decentralized management philosophy which stresses local decision making, community involvement and leadership; (2) enhanced opportunities for personal and professional development that joining WOW! offers to Knology employees; (3) increased capability that WOW! can bring to provide high quality telephone services, including broadband and vertical services to the customers of Knology and the Knology Companies; and (4) the commitment and record of WOW! of providing high quality communications services and reasonable prices.

As a result of the merger, Knology will enjoy enhanced access to capital. The long-term benefit to Knology customers from the merger arises from the opportunity it affords Knology and the Knology Companies to upgrade or replace infrastructure and to provide advanced communications services to customers. These advanced communications services include: (a)

WOW! Ultra TV, a technologically advanced hybrid IP-based solution that provides for the convergence of video, Internet and telephony services by combining whole home DVR capabilities with an Emmy award winning smart menu, the ability to view personal digital content from the PC to the TV, and a platform for future developments such as visual voicemail, video conferencing and phone feature management apps; (b) TV Everywhere, the ability to access and view content such as HBO Go and CNN Live TV on an authenticated basis across a variety of devices including mobile phones and tablets; and (c) next generation broadband home security and monitoring that enables interactivity and features such as energy management.

In addition, Knology customers will enjoy long-term economic benefits from the sharing and application of best practices by WOW!. WOW!'s strategic approach to Internet peering and content caching has resulted in improved performance and a higher quality customer Internet experience which will extend to Knology customers upon adoption of WOW! network management practices. WOW! also expects to realize cost benefits from the scale efficiencies of provisioning Internet and telephony services across the enterprise, resulting in the ability to more effectively compete for customers.

At the same time, the proposed transaction will have no adverse impact on current Knology customers, as the transaction will be transparent to them. All existing customers of Knology and the Knology Companies will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes to the rates, terms and conditions of service will be made consistent with any applicable Commission requirements. Furthermore, all existing customers of Knology and the Knology Companies will continue to be served by Knology and the Knology Companies pursuant to the existing international and domestic Section 214 authorizations held by Knology and/or the Knology Companies.

The Applicants expect that that the proposed merger not only will benefit the state and local economies in the markets presently served by Knology and the Knology Companies but also will allow for the extension of competition, the introduction of new products and services and enhanced consumer choice advanced communications services. Furthermore, the combination of WOW! and Knology will pose no threat to competition in the domestic interstate interexchange or local exchange markets. As discussed above, there is no geographic overlap between the current operations of WOW! and Knology. While the Knology and the Knology Companies provide service in Alabama, Florida, Georgia, Iowa, Kansas, Kentucky, Minnesota, Missouri, Rhode Island, South Carolina, South Dakota, and Tennessee, with ILEC operations in portions of Alabama, Georgia, and South Dakota, WOW! currently provides service in Indiana, Ohio, Michigan and Illinois. As such, the proposed transaction will not lead to a concentration of any market shares in any territory or the elimination of a competitor.

WOW! has demonstrated its ability to confer these benefits through investment in its existing markets of over \$350 million over the last three years in network expansion, infrastructure and equipment upgrades. These investments have paved the way for the deployment of new and enhanced products and services, in order to make WOW!'s full suite of services, competition and consumer choice available to over 1.7 million households and businesses.

Identification of All Other FCC Applications Related to the Transaction

In addition to Section 214 authorizations, Knology and the Knology Companies hold several other FCC authorizations subject to transfer under the terms of the Merger Agreement. These Knology Companies and the authorizations they hold are as follows:

<u>Entity</u>	<u>Authorization</u>
Knology of Kansas, Inc.	E070103 C-band receive-only earth station registration Lawrence, KS
Knology Total Communications, Inc.	E070117 C-band receive-only earth station registration Ashford, AL
Knology of the Plains, Inc.	E970192 C-band receive-only earth station registration Viborg, SD
Knology of South Dakota, Inc. (may be listed as PrairieWave Communications, Inc.)	KRK754 PMRS license – IG radio service
Knology of Kansas, Inc.	KVE552 PMRS license – IG radio service
Knology Total Communications, Inc.	WNRL416 PMRS license -- IG radio service
Knology of Columbus, Inc.	WNXY245 PMRS license – IG radio service
Knology of Florida, LLC	WPFC985 PMRS license – IG radio service
Knology of the Black Hills, LLC	WPQK308 PMRS license – IG radio service
Knology Total Communications, Inc.	WQI370 PMRS license – IG radio service
Knology of Alabama, Inc.	WNHN243 PMRS license – GB service (Business, 806-821/851-866 MHz, conventional; private mobile, not interconnected)
Knology of Central Florida, Inc.	WPPZ640 PMRS license – YU radio service (Business, 896-901/935-940 MHz, trunked; private mobile, not interconnected)

Identification of any Separately Filed Waiver Requests

None.